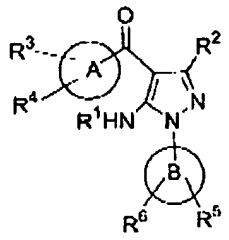
CLAIM LISTING

1. (Currently Amended) A compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R^3 is selected from the group consisting of:

(a) optionally substituted heterocyclyl;

~~(b) optionally substituted aryl or heteraryl;~~

(c) heteroalkenyl;

(r) heteroalkynyl;

(e) optionally substituted heterocyclylalkyl;

(f) optionally substituted heterocyclylalkenyl;

(g) optionally substituted heterocyclylalkynyl;

(h) optionally substituted heterocyclylalkoxy, cyclyloxy or heterocyclyloxy;

(i) optionally substituted heterocyclylalkylamino;

(j) optionally substituted heterocyclylalkylcarbonyl;

(k) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or -$S(O)_n$- (where n is an integer from 0 to 2); and

R^9 is cyano, optionally substituted heteroaryl, -COOH, -COR^{10}, [[-]]~~COOR~~^{11}, -$CONR^{12}R^{13}$, -SO_2R^{14}, -$SO_2NR^{15}R^{16}$, -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$, where R^{10} is optionally substituted heterocycle, ~~R^{11} is alkyl,~~ and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(l) -$C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are -$(CH_2)_n$- where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(m) -$NHC(X)NR^{23}R^{24}$ where X is -O- or -S-, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(n) -$CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(o) cycloalkylalkyl, ~~cycloalkylalkynyl~~ cycloalkylalkenyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(p) arylaminoalkylene or heteroarylaminoalkylene;

(q) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -O-, and R^{30}, R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;

(r) -OC(O)-alkylene-CO_2H [[,]] or -OC(O)-NR'R" (where R' and R" are independently hydrogen or alkyl);

(s) heteroarylalkenylene or heteroarylalkynylene; and

(t) heteroalkylamino;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Currently Amended) The compound of Claim 1 wherein R^3 is:

(a) optionally substituted heterocyclyl;

(b) aryl or heteroaryl optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R' (where R' is alkyl) or $SO_2NHR'R''$ (where R' and R'' are independently hydrogen or alkyl);

(c) heteroalkenyl;

(d) heteroalkylamino;

(e) optionally substituted heterocyclylalkyl or heterocyclyloxy;

(f) optionally substituted heterocyclylalkenyl;

(g) optionally substituted heterocyclylalkynyl;

(h) optionally substituted heterocyclylalkoxy;

(i) optionally substituted heterocyclylalkylamino;

(j) optionally substituted heterocyclylalkylcarbonyl;

(k) -Y-(alkylene)-R^9 where Y is a single bond -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14}, $-SO_2NR^{15}R^{16}$ $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl,

(l) cycloalkylalkyl, ~~cycloalkylalkynyl~~ cycloalkylalkenyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(m) arylaminoalkylene or heteroarylaminoalkylene; or

(n) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

3. (Original) The compound of Claim 2 wherein R^1 and R^2 are hydrogen; and B is phenyl.

4. (Original) The compound of Claim 3 wherein A is phenyl.

5. (Original) The compound of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.

6. (Original) The compound of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.

7. (Original) The compound of Claim 5, wherein R^3 is optionally substituted heteroaryl.

8. (Original) The compound of Claim 7, wherein R^3 is pyridin-2-yl, pyridin-3-yl, pyridin-4-yl, N-oxidopyridin-2-yl, N-oxidopyridin-3-yl, N-oxidopyridin-4-yl or pyridon-2-yl, all optionally substituted.

9. (Original) The compound of Claim 8, wherein R^3 is at the 3-position.

10. (Original) The compound of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.

11. (Original) The compound of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.

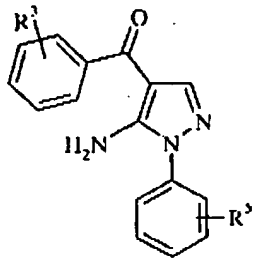
12. (Original) The compound of Claim 5, wherein R^3 is optionally substituted phenyl.

13. (Original) The compound of Claim 12, wherein R^3 is 3-sulfamoylphenyl, 3-methylsulfonylphenyl, 3-carboxyphenyl or 3-ethoxycarbonylphenyl

14. (Original) The compound of Claim 13, wherein R^3 is at the 3-position

15. (Original) The compound of Claim 14, wherein R^5 is 4-F and R^6 is hydrogen.

16. (Currently Amended) A compound selected from the group of compounds represented by the Formula:



wherein:

R^5 is halo or alkyl; and

R^3 is:

(a) heteroalkylamino;

(b) optionally substituted heterocyclylalkyl;

(c) optionally substituted heterocyclylalkoxy;

(d) optionally substituted heterocyclylalkylamino;

(e) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$ - $NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or

(f) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl;[[;]]

(g) ~~heteroaryl selected from~~ pyridinyl, N-oxidopyridinyl or pyridonyl; or

(h) ~~substituted phenyl selected from~~ sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

17-21. (Canceled)

22. (Previously Presented) The compound of Claim 16, wherein R^3 is heteroalkylamino.

23. (Currently Amended) The compound of Claim 22, wherein R^3 is at the 3-position and is selected from the group consisting of ~~3-dimethylaminopropoxy, 2-dimethylaminoethoxy, 2-hydroxyethoxy, 2,3-dihydroxypropoxy,~~ 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.

24. (Canceled)

25. (Original) The compound of Claim 16, wherein R^3 is optionally substituted heterocyclylalkyl, optionally substituted heterocyclylalkoxy or optionally substituted heterocyclylalkylamino.

26. (Original) The compound of Claim 25, wherein R^3 is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl,4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-hydroxypiperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.

27. (Canceled)

28. (Original) The compound of Claim 16 wherein R^3 is -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$ -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl.

29. (Original) The compound of Claim 28, wherein Y is a single bond and R^9 is SO_2R^{14} or -$SO_2NR^{15}R^{16}$.

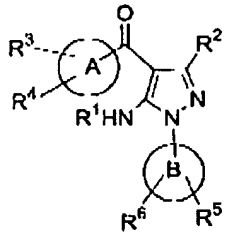
30. (Original) The compound of Claim 29 wherein R^3 is methylsulfonylethyl or sulfamoylethyl.

31. (Canceled)

32. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

33-38. (Canceled)

39. (Currently Amended) A compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

A and B ~~each independently is~~ **are simultaneously** an aryl or a heteroaryl ring;

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

R^3 is:

(a) heteroalkylamino;

(b) optionally substituted heterocyclylalkyl;

(c) optionally substituted heterocyclylalkoxy;

(d) optionally substituted heterocyclylalkylamino;

(e) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$ -

$NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or

(f) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or ~~heteroalky~~ heteroalkyl;

(g) ~~heteroaryl selected from~~ pyridinyl, N-oxidopyridinyl or pyridonyl; or

(h) ~~substituted phenyl selected from~~ sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl; ~~and prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.~~

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.